



**BYLAWS
OF
WILSON COUNTY EDUCATION FOUNDATION, INC.
A Texas Not-For-Profit Corporation**

These Bylaws of Corporation of the WILSON COUNTY EDUCATION FOUNDATION, INC., a Texas Not-for-Profit Corporation, are executed on the date shown below in accordance with the provisions of the Texas Uniform Not-For-Profit Corporation Act.

1

The name of the Corporation is the WILSON COUNTY EDUCATION FOUNDATION, INC.

2.

The address of the Corporation is One Library Lane, Floresville, Texas 78114.

3.

The Registered Agent for service of process is Howard C. Berger, at the address of 1801 County Road 119, Floresville, Texas 78114.

4.

The Corporation reserves the right to have members, and will have the authority to impose dues as specified in these Bylaws. However, at this time the Corporation is composed solely of the Board of Directors as named below. The Board of Directors will have the right to, by amendment to these Bylaws, establish one or more classes of members.

5.

The organization will be governed by a Board of Directors. The initial Board of Directors are as follows:

Name: Howard C. Berger

Address: 1801 C. R. 119, Floresville, Texas 78114

Name: Jerry Kotzur

Address: One Library Lane, Floresville, Texas 78114

Name: Nicki Stohr

Address: One Library Lane, Floresville, Texas 78114

Name: Cynthia Peck

Address: One Library Lane, Floresville, Texas 78114

Name: Richard Evins

Address: One Library Lane, Floresville, Texas 78114

Name: Susan Hodges

Address: One Library Lane, Floresville, Texas 78114

Name: Deborah K. Eckel

Address: One Library Lane, Floresville, Texas 78114

Name: Winona Adler

Address: One Library Lane, Floresville, Texas 78114

Name: Melba Braddock

Address: One Library Lane, Floresville, Texas 78114

Name: Sandy Migl

Address: One Library Lane, Floresville, Texas 78114

Name: Lydia Martinez

Address: One Library Lane, Floresville, Texas 78114

Name: Royal "Roy" Munro

Address: One Library Lane, Floresville, Texas 78114

Name: Richard L. Nimz

Address: One Library Lane, Floresville, Texas 78114

Name: Janie Cartwright

Address: One Library Lane, Floresville, Texas 78114

The persons having the authority to deal with the business of the Corporation are as follows:

Title: President

Name: Howard C. Berger

Address: 1801 C. R. 119, Floresville, Texas 78114

Title: Secretary

Name: Cynthia Peck

Address: One Library Lane, Floresville, Texas 78114

Title: Treasurer

Name: Jerry Kotzur

Address: One Library Lane, Floresville, Texas 78114

7.

The Federal Tax Identification Number of the Not-for-Profit Corporation is as follows:

27-1173677.

8.

The purposes for which this Corporation is organized are to include, but are not limited to, arranging, promoting, and planning for the construction of a new library for Wilson County,

Texas, and promoting literacy and educational opportunities in Wilson County, Texas. The Corporation is organized solely to perform charitable, educational, or social activities as such would permit an exemption within the provisions of Section 501(c)(3) of the Internal Revenue Code and of the Texas Tax Code, Section 11.18(c).

9.

Except as these Bylaws otherwise provide, the Corporation has all of the powers provided in the Texas Non-Profit Corporation Act. The Corporation further has all implied powers necessary and proper to carry out its express purposes.

10.

The Corporation may not pay dividends or other income to its members, directors, or officers, or otherwise accrue and distribute profits or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities (except to an insubstantial degree) that do not further the purposes set forth in these Bylaws.

11.

The Corporation may not take any action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation may not take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Bylaws, or state law, or the bylaws, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Bylaws and as defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings or income to inure to the benefit of any private individual or member of the Corporation or any private individual.
8. Carry on any unrelated trade or business, except as a secondary purpose directly related to the Corporation's primary, exempt purposes.

12.

The Association will be a self-perpetuating board composed of the above named individuals. However, in the event that any board member should miss three consecutive meetings within six (6) months, then the remaining board members may, at the next meeting may remove the board member so long as the board member to be removed has been provided notice of the intention of the board to act in such removal. The board member may give such reasons or explanations as the absent board member deems appropriate to explain or justify such absences.

13.

A director is not liable to the Corporation or members for any monetary damages for an act or omission in the director's capacity as a director except as otherwise provided by a Texas statute.

14.

The Corporation may indemnify any person who was, is, or threatened to be made a named defendant or respondent in litigation or other proceedings because the person was or is a director or other person related to the Corporation.

The Board may define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

15.

A quorum shall constitute and be one-quarter (1/4) of the members.

16.

The initial Regular Meeting of the Board shall occur on February 22, 2011. Thereafter, Regular Meetings of the Board shall occur as scheduled by the Board at the last regularly scheduled Board Meeting. No notice of Regular Meetings shall be required other than as reflected in the Minutes of the Board at the last regularly scheduled meeting.

17.

Special meetings may be called at the request of the President or at the request of any two members of the Board. The person or persons calling the meeting shall name the place of the special meeting.

18.

Board members who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Board members present at a meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Board members of the Corporation before adjournment of the meeting in question or mailed to the Board members by registered mail immediately after adjournment.

A Board member is not liable if, in voting for or assenting to a distribution, the Board member (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Board member reasonably believes are within the person's professional or expert competence; or a committee of the Board members of which the Board member is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations,

relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Board members are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Board members held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Board members may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Board members have no liability for actions taken or omitted by the advisor if the advisor acts in good faith and with ordinary care in selecting the advisor. The Board members may remove or replace the advisor at any time and without any cause whatsoever.

19.

Contracts or transactions between Board members, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Board member, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Board member with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Board members or other group with the authority to authorize the transaction.

20.

The Board members will try to act by consensus. However, if a consensus is not available, the vote of a majority of Board members present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board members, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Board member

who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board members' decision.

21.

A Board member may give his proxy to any other Board member in writing. The proxy shall be valid solely for the meeting for which the proxy is given.

22.

Board members may not receive salaries for their services. The Board members may adopt a resolution providing for paying Board members a fixed sum and expenses of attendance, if any, for attending each Board members' meeting. A Board member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Board member will be reasonable and commensurate with the services performed.

23.

The following are officers of the Corporation:

1. President: The President shall be the chief presiding officer of the Corporation

2. Secretary: The Secretary shall do the following:

The Secretary shall keep minutes of all meetings of the Board and of the membership. He or she shall be responsible for maintaining accurate records of the association.

2. Treasurer: The Treasurer shall do the following:

The Treasurer shall be responsible for all of the books and financial reports of the association. The Treasurer shall report at every meeting on the financial condition of the association and shall annually give a complete report of all of the expenses and income of the association.

In addition to the above, the Board Members may elect one or more Vice Presidents who shall serve in the absence of the President to manage the Corporation. Officers shall be selected by the board by majority vote and shall serve until removed by the board. The board may remove any officer and elect a new officer at any scheduled meeting.

24.

The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the

Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

25.

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Managers select.

26.

The Board of Directors may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board members may make gifts and give charitable contributions not prohibited by these Bylaws, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

27.

The Corporation may not make any loan to a Board member or member of the Corporation. A Board member, member, or committee member of the Corporation may lend money to—and otherwise transact business with—the Corporation except as otherwise provided by these Bylaws of Corporation and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from—or otherwise transact business with—a Board member, member, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from—or otherwise transact business with—a Board member, member, or committee member of the Corporation without full disclosure of all relevant facts and without the Board member's or the members' approval, not including the vote of any person having a personal interest in the transaction.

28.

As long as the Corporation exists, and except with the Board members' or the members' prior approval, no member, Board member, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.

- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

29.

The Corporation will keep correct and complete books and records of account.

30.

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day of December in each year.

31.

When Indemnification is Required, Permitted, and Prohibited:

- (a) The Corporation will indemnify a Board member, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a Board member, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.
- (b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is

conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

- (c) The Corporation will pay or reimburse expenses incurred by a Board member, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Board member, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by Paragraph (a), above.
- (e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified by the Board member or in these Bylaws have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or one or more members, or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

32.

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

33.

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

34.

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

35.

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporations. If any provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

36.

The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

37.

All singular words include the plural, and all plural words include the singular.

38.

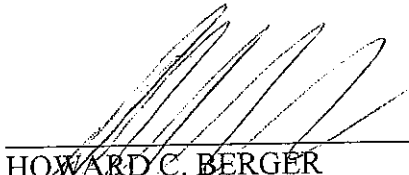
The Bylaws will bind and inure to the benefit of the members, Managers, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

CERTIFICATE

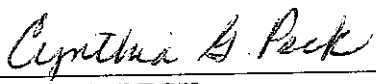
I certify that I am the duly elected and acting Secretary of WILSON COUNTY EDUCATION FOUNDATION, INC. and that these Bylaws constitute the Corporation's Bylaws.

These Bylaws were duly adopted at a meeting of the Board of Directors held on
Feb. 22, 2011.

Dated: MAY 17, 2012



HOWARD C. BERGER
Director of the Corporation



CYNTHIA G. PECK
Secretary of the Corporation

TDT/Corp/Wilson County Education Foundation

PREPARED IN THE LAW OFFICES OF:
HOWARD C. BERGER
1801 C. R. 119
Floresville, Texas 78114